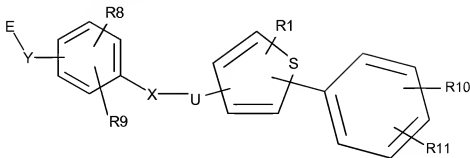


Amendments to the Claims

What is claimed is:

1. (Currently Amended) A compound of the Formula I':



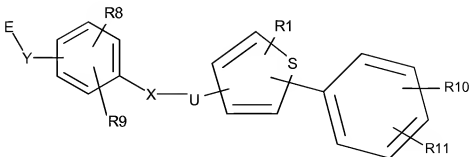
and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

- (a) R1 is selected from the group consisting of hydrogen, C₁-C₈ alkyl, C₁-C₈ alkenyl, phenyl, ~~aryl-C₁₋₄-heteroalkyl, heteroaryl,~~ and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, and wherein C₁-C₈ alkyl is optionally substituted with from one to three substituents independently selected from R1'; and further wherein C₁-C₈ alkenyl, phenyl, ~~aryl-C₁₋₄-heteroalkyl, heteroaryl,~~ and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, are each optionally substituted with from one to three substituents independently selected from R2;
- (b) R1' are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl-COOR₁₂, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₁₋₄-alkyl, C(O)R₁₃, COOR₁₄, OC(O)R₁₅, OS(O)₂R₁₆, N(R₁₇)₂, NR₁₈C(O)R₁₉, NR₂₀SO₂R₂₁, SR₂₂, S(O)R₂₃, S(O)₂R₂₄, and S(O)₂N(R₂₅)₂; R₁₂, R₁₃, R₁₄, R₁₅, R₁₆, R₁₇, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₃, R₂₄ and R₂₅ are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl;
- (c) R₂, R₂₆, R₂₇, R₂₈, and R₃₁ are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR₁₂, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₀₋₄-alkyl, heteroaryl, heterocycloalkyl, C(O)R₁₃, COOR₁₄,

OC(O)R15, OS(O)₂R16, N(R17)₂, NR18C(O)R19, NR20SO₂R21, SR22, S(O)R23, S(O)₂R24, and S(O)₂N(R25)₂;

- (d) X is selected from the group consisting of O, S, S(O)₂, N and a bond;
- (e) U is an aliphatic linker wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with from one to four substituents each independently selected from R30;
- (f) Y is selected from the group consisting of C, NH, and a single bond;
- (g) E is C(R3)(R4)A or A and wherein
 - (i) A is selected from the group consisting of carboxyl, ~~tetrazole~~, C₁-C₆ alkynitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide ~~and~~, acylsulfonamide ~~and tetrazole~~ are each optionally substituted with from one to two groups independently selected from R⁷;
 - (ii) each R⁷ is independently selected from the group consisting of hydrogen, C₁-C₆ haloalkyl, aryl C₀-C₄ alkyl and C₁-C₆ alkyl;
 - (iii) R3 is selected from the group consisting of hydrogen, C₁-C₅ alkyl, and C₁-C₅ alkoxy; and
 - (iv) R4 is selected from the group consisting of H, C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and R3 and R4 are optionally combined to form a C₃-C₄ cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26; with the proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, and X is selected from the group consisting of a bond and O, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl; with the additional proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, X is S, and U is optionally substituted methylene, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl;
- (h) R8 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, and halo;

- (i) R9 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, halo, aryl-C₀-C₄ alkyl, ~~heteroaryl~~, C₁-C₆ allyl, and OR29, and wherein aryl-C₀-C₄ alkyl, ~~heteroaryl~~ are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C₁-C₄ alkyl;
- (j) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR12'', C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryl-C₀-~~4~~-alkyl, aryl- C₁-~~4~~-heteroalkyl, heteroaryl-C₀-~~4~~-alkyl, C₃-C₆ cycloalkylaryl-C₀-~~2~~-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)₂R16', N(R17')₂, NR18'C(O)R19', NR20'SO₂R21', SR22', S(O)R23', S(O)₂R24', and S(O)₂N(R25')₂; and wherein aryl-C₀-~~4~~-alkyl, aryl- C₁-~~4~~-heteroalkyl, heteroaryl-C₀-~~4~~-alkyl, and C₃-C₆ cycloalkylaryl-C₀-~~2~~-alkyl are each optionally substituted with from one to three independently selected from R28; and
- (k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl; and
- (l) ~~R30 is selected from the group consisting of C₁-C₆ alkyl, aryl-C₀-~~4~~-alkyl, aryl-C₁-~~4~~-heteroalkyl, heteroaryl-C₀-~~4~~-alkyl, and C₃-C₆ cycloalkylaryl-C₀-~~2~~-alkyl, and wherein C₁-C₆ alkyl, aryl-C₀-~~4~~-alkyl, aryl-C₁-~~4~~-heteroalkyl, heteroaryl-C₀-~~4~~-alkyl, and C₃-C₆ cycloalkylaryl-C₀-~~2~~-alkyl are each optionally substituted with from one to three substituents each independently selected from R31.~~
2. (Currently Amended) A compound of the Formula I'':

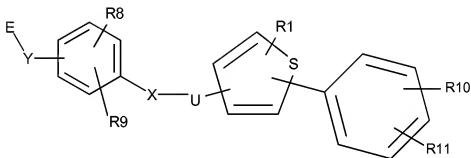


and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

- (a) R1 is selected from the group consisting of hydrogen, C₁-C₈ alkyl, C₁-C₈ alkenyl, phenyl, aryl-C₁₋₄-heteroalkyl, heteroaryl, and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, and wherein C₁-C₈ alkyl is optionally substituted with from one to three substituents independently selected from R1'; and further wherein C₁-C₈ alkenyl, phenyl, aryl-C₁₋₄-heteroalkyl, heteroaryl, and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, are each optionally substituted with from one to three substituents independently selected from R2;
- (b) R1' are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl-COOR12, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₁₋₄-alkyl, C(O)R13, COOR14, OC(O)R15, OS(O)₂R16, N(R17)₂, NR18C(O)R19, NR20SO₂R21, SR22, S(O)R23, S(O)₂R24, and S(O)₂N(R25)₂; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl;
- (c) R2, R26, R27, R28, and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR12, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₀₋₄-alkyl, heteroaryl, heterocycloalkyl, C(O)R13, COOR14, OC(O)R15, OS(O)₂R16, N(R17)₂, NR18C(O)R19, NR20SO₂R21, SR22, S(O)R23, S(O)₂R24, and S(O)₂N(R25)₂;
- (d) X is selected from the group consisting of O, S, S(O)₂, N and a bond;
- (e) U is an aliphatic linker wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is substituted with from one to four substituents each independently selected from R30;
- (f) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (g) E is C(R3)(R4)A or A and wherein
 - (i) A is selected from the group consisting of carboxyl, tetrazole, C₁-C₆ alkynitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide and acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from R⁷;

- (ii) each R⁷ is independently selected from the group consisting of hydrogen, C₁-C₆ haloalkyl, aryl C₀-C₄ alkyl and C₁-C₆ alkyl;
- (iii) R₃ is selected from the group consisting of hydrogen, C₁-C₅ alkyl, and C₁-C₅ alkoxy; and
- (iv) R₄ is selected from the group consisting of H, C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and R₃ and R₄ are optionally combined to form a C₃-C₄ cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R₂₆; with the proviso that when R₁ is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, and X is selected from the group consisting of a bond and O, then R₄ is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl; with the additional proviso that when R₁ is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, X is S, and U is optionally substituted methylene, then R₄ is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl;
- (h) R₈ is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, and halo;
- (i) R₉ is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, halo, aryl-C₀-C₄ alkyl, ~~heteroaryl~~, C₁-C₆ allyl, and OR₂₉, and wherein aryl-C₀-C₄ alkyl, ~~heteroaryl~~ are each optionally substituted with from one to three independently selected from R₂₇; R₂₉ is selected from the group consisting of hydrogen and C₁-C₄ alkyl;
- (j) R₁₀, R₁₁ are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR₁₂'', C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryl-C₀-C₄-alkyl, aryl- C₁-C₄-heteroalkyl, heteroaryl-C₀-C₄-alkyl, C₃-C₆ cycloalkylaryl-C₀-C₂-alkyl, aryloxy, C(O)R₁₃', COOR₁₄', OC(O)R₁₅', OS(O)₂R₁₆', N(R₁₇')₂, NR₁₈'C(O)R₁₉', NR₂₀'SO₂R₂₁', SR₂₂', S(O)R₂₃', S(O)₂R₂₄', and S(O)₂N(R₂₅')₂; and wherein aryl-C₀-C₄-alkyl, aryl- C₁-C₄-heteroalkyl, heteroaryl-C₀-C₄-alkyl, and C₃-C₆ cycloalkylaryl-C₀-C₂-alkyl are each optionally substituted with from one to three independently selected from R₂₈; and

- (k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl; and
- (l) R30 is selected from the group consisting of C₁-C₆ alkyl, aryl-C_{0.4}-alkyl, aryl-C_{1.4}-heteroalkyl, heteroaryl-C_{0.4}-alkyl, and C3-C6 cycloalkylaryl-C_{0.2}-alkyl, and wherein C₁-C₆ alkyl, aryl-C_{0.4}-alkyl, aryl-C_{1.4}-heteroalkyl, heteroaryl-C_{0.4}-alkyl, and C3-C6 cycloalkylaryl-C_{0.2}-alkyl are each optionally substituted with from one to three substituents each independently selected from R31.
3. (Currently Amended) A compound of the Formula I''':

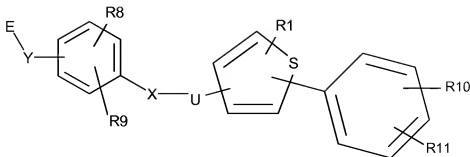


and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

- (a) R1 is selected from the group consisting of hydrogen, C₁-C₈ alkyl, C₁-C₈ alkenyl, phenyl, aryl-C_{1.4}-heteroalkyl, heteroaryl, and C3-C6 cycloalkylaryl-C_{0.2}-alkyl, and wherein C₁-C₈ alkyl is optionally substituted with from one to three substituents independently selected from R1'; and further wherein C₁-C₈ alkenyl, phenyl, aryl-C_{1.4}-heteroalkyl, heteroaryl, and C3-C6 cycloalkylaryl-C_{0.2}-alkyl, are each optionally substituted with from one to three substituents independently selected from R2;
- (b) R1' are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl-COOR12, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C_{1.4}-alkyl, C(O)R13, COOR14, OC(O)R15, OS(O)₂R16, N(R17)₂, NR18C(O)R19, NR20SO₂R21, SR22, S(O)R23, S(O)₂R24, and S(O)₂N(R25)₂; R12, R13, R14, R15, R16, R17, R18, R19, R20,

- R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl;
- (c) R2, R26, R27, R28, and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR12, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₀₋₄-alkyl, heteroaryl, heterocycloalkyl, C(O)R13, COOR14, OC(O)R15, OS(O)₂R16, N(R17)₂, NR18C(O)R19, NR20SO₂R21, SR22, S(O)R23, S(O)₂R24, and S(O)₂N(R25)₂;
- (d) X is selected from the group consisting of O, S, S(O)₂, N and a bond;
- (e) U is an aliphatic linker wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with from one to four substituents each independently selected from R30;
- (f) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (g) E is C(R3)(R4)A or A and wherein
- (i) A is selected from the group consisting of carboxyl, ~~tetrazole~~, C₁-C₆ alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide and, acylsulfonamide and ~~tetrazole~~ are each optionally substituted with from one to two groups independently selected from R⁷;
 - (ii) each R⁷ is independently selected from the group consisting of hydrogen, C₁-C₆ haloalkyl, aryl C₀₋₄ alkyl and C₁-C₆ alkyl;
 - (iii) R3 is selected from the group consisting of hydrogen, C₁-C₅ alkyl, and C₁-C₅ alkoxy; and
 - (iv) R4 is selected from the group consisting of H, C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀₋₄ alkyl, and R3 and R4 are optionally combined to form a C₃-C₄ cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26; with the proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, and X is selected from the group consisting of a bond and O, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀₋₄ alkyl; with the additional proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with

- relation to X, X is S, and U is optionally substituted methylene, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and aryl-C₀-C₄ alkyl; with the further proviso that when Y is O then R4 is selected from the group consisting of C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and R3 and R4 are optionally combined to form a C₃-C₄ cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26;
- (h) R8 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkenyl, and halo;
- (i) R9 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkenyl, halo, aryl-C₀-C₄ alkyl, heteroaryl-C₁-C₆ alkyl, and OR29, and wherein aryl-C₀-C₄ alkyl, heteroaryl-C₁-C₆ alkyl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C₁-C₄ alkyl;
- (j) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR12'', C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryl-C₀-C₄ alkyl, aryl-C₁-C₄-heteroalkyl, heteroaryl-C₀-C₄ alkyl, C₃-C₆ cycloalkyl-aryl-C₀-C₂ alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)₂R16', N(R17')₂, NR18'C(O)R19', NR20'SO₂R21', SR22', S(O)R23', S(O)₂R24', and S(O)₂N(R25')₂; and wherein aryl-C₀-C₄ alkyl, aryl-C₁-C₄-heteroalkyl, heteroaryl-C₀-C₄ alkyl, and C₃-C₆ cycloalkyl-aryl-C₀-C₂ alkyl are each optionally substituted with from one to three independently selected from R28; and
- (k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl; and
- (l) R30 is selected from the group consisting of C₁-C₆ alkyl, aryl-C₀-C₄ alkyl, aryl-C₁-C₄-heteroalkyl, heteroaryl-C₀-C₄ alkyl, and C₃-C₆ cycloalkyl-aryl-C₀-C₂ alkyl, and wherein C₁-C₆ alkyl, aryl-C₀-C₄ alkyl, aryl-C₁-C₄-heteroalkyl, heteroaryl-C₀-C₄ alkyl, and C₃-C₆ cycloalkyl-aryl-C₀-C₂ alkyl are each optionally substituted with from one to three substituents each independently selected from R31.
4. (Currently Amended) A compound of the Formula I:



and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

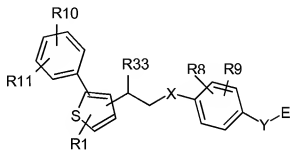
- (a) R1 is selected from the group consisting of hydrogen, C₁-C₈ alkyl, C₁-C₈ alkenyl, phenyl, ~~aryl-C₁₋₄-heteroalkyl, heteroaryl,~~ and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, and wherein C₁-C₈ alkyl is optionally substituted with from one to three substituents independently selected from R1'; and further wherein C₁-C₈ alkenyl, phenyl, ~~aryl-C₁₋₄-heteroalkyl, heteroaryl,~~ and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, are each optionally substituted with from one to three substituents independently selected from R₂;
- (b) R1' are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl-COOR₁₂, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₁₋₄-alkyl, C(O)R₁₃, COOR₁₄, OC(O)R₁₅, OS(O)₂R₁₆, N(R₁₇)₂, NR₁₈C(O)R₁₉, NR₂₀SO₂R₂₁, SR₂₂, S(O)R₂₃, S(O)₂R₂₄, and S(O)₂N(R₂₅)₂; R₁₂, R₁₃, R₁₄, R₁₅, R₁₆, R₁₇, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₃, R₂₄ and R₂₅ are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl;
- (c) R₂, R₂₆, R₂₇, R₂₈, and R₃₁ are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR₁₂, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₀₋₄-alkyl, heteroaryl, heterocycloalkyl, C(O)R₁₃, COOR₁₄, OC(O)R₁₅, OS(O)₂R₁₆, N(R₁₇)₂, NR₁₈C(O)R₁₉, NR₂₀SO₂R₂₁, SR₂₂, S(O)R₂₃, S(O)₂R₂₄, and S(O)₂N(R₂₅)₂;
- (d) ~~X is selected from the group consisting of O, S, S(O)₂, N, and a bond;~~

- (e) U is an aliphatic linker ~~wherein one carbon atom of the aliphatic linker may be replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with R30;~~
- (f) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (g) E is C(R3)(R4)A or A and wherein
 - (i) A is selected from the group consisting of carboxyl, ~~tetrazole~~, C₁-C₆ alkynitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, and acylsulfonamide ~~and tetrazole~~ are each optionally substituted with from one to two groups independently selected from R⁷;
 - (ii) each R⁷ is independently selected from the group consisting of hydrogen, C₁-C₆ haloalkyl, aryl C₀-C₄ alkyl and C₁-C₆ alkyl;
 - (iii) R3 is selected from the group consisting of hydrogen, C₁-C₅ alkyl, and C₁-C₅ alkoxy; and
 - (iv) R4 is selected from the group consisting of H, C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and R3 and R4 are optionally combined to form a C₃-C₄ cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26; with the proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, and X is selected from the group consisting of a bond and O, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl; with the additional proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, X is S, and U is optionally substituted methylene, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl;
- (h) R8 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, and halo;
- (i) R9 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, halo, aryl-C₀-C₄ alkyl, ~~heteroaryl~~, C₁-C₆ allyl, and OR29, and wherein aryl-C₀-C₄ alkyl, ~~heteroaryl~~ are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C₁-C₄ alkyl;

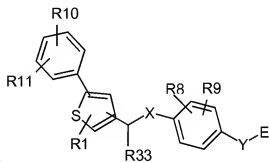
- (j) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR12'', C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)₂R16', N(R17')₂, NR18'C(O)R19', NR20'SO₂R21', SR22', S(O)R23', S(O)₂R24', and S(O)₂N(R25')₂; and wherein aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl are each optionally substituted with from one to three independently selected from R28;and
- (k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl;and
- (l) ~~R20 is selected from the group consisting of C₁-C₆ alkyl, aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, and wherein C₁-C₆ alkyl, aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl are each optionally substituted with from one to three substituents each independently selected from R21.~~
5. (Original) A compound as claimed by any one of Claims 1 through 4 wherein X is -O-.
6. (Withdrawn) A compound as claimed by any one of Claims 1 through 4 wherein X is -S-.
7. (Previously Presented) A compound as claimed by Claim 1 wherein R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀₋₄ alkyl.
8. (Previously Presented) A compound as claimed by Claim 2 wherein Y is O.
9. (Previously Presented) A compound as claimed by Claim 7 wherein Y is C.
10. (Previously Presented) A compound as claimed by Claim7 wherein Y is S.
11. (Previously Presented) A compound as claimed by any one of Claims 1 through 4 wherein E is C(R3)(R4)A.
12. (Previously Presented) A compound as claimed by Claim11 wherein A is carboxyl.
13. (Previously Presented) A compound as claimed by Claim 2 wherein R1 is H.

14. (Previously Presented) A compound as claimed by Claim 13 wherein A is COOH and R1 is H.
15. (Previously Presented) A compound as claimed by Claim 14 wherein R10 is haloalkyl.
16. (Previously Presented) A compound as claimed by Claim 11 wherein R10 is CF₃.
17. (Previously Presented) A compound as claimed by Claim 14, wherein R10 is haloalkyloxy.
18. (Previously Presented) A compound as claimed by Claim 5 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR¹², C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₁-C₆ haloalkyloxy.
19. (Previously Presented) A compound as claimed by Claim 5 wherein R10 is selected from the group consisting of C₃-C₇ cycloalkyl, aryl-C₀-4-alkyl, aryl-C₁-4-heteroalkyl, heteroaryl-C₀-4-alkyl, C₃-C₆ cycloalkylaryl-C₀-2-alkyl, and aryloxy.
20. (Previously Presented) A compound as claimed by Claim 5 wherein R8 and R9 are each independently selected from the group consisting of hydrogen and C₁-C₃ alkyl.
21. (Previously Presented) A compound as claimed by Claim 5 wherein R3, and R4 are each independently selected from the group consisting of C₁-C₂ alkyl.
22. (Previously Presented) A compound as claimed by Claim 11 wherein R3, and R4 are each independently selected from the group consisting of hydrogen and C₁-C₂ alkyl.
23. (Withdrawn) A compound as claimed by Claim 6, wherein X-U is optionally substituted -S(CH₂)₂.
24. (Previously Presented) A compound as claimed by Claim 11 wherein U is C₁-C₃ alkyl.
25. (Original) A compound as claimed by Claim 24 wherein U is saturated.
26. (Withdrawn) A compound as claimed by Claim 24, wherein U is substituted with C₁-C₃ alkyl.
27. (Withdrawn) A compound as claimed by Claim 24, wherein U is substituted with aryl-C₁-C₄alkyl.

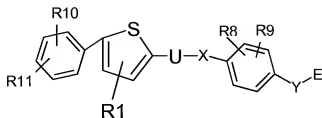
28. (Withdrawn) A compound as claimed by Claim 24 wherein one carbon of the U group is replaced with an -O-.
29. (Currently amended) A compound as claimed by Claim 11 wherein R1 is ~~selected from the group consisting of phenyl and pyridyl.~~
30. (Withdrawn) A compound as claimed by Claim 11 represented by the following Structural Formula II:



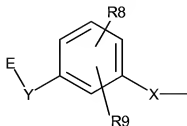
- wherein R33 is selected from the group consisting of hydrogen, C₁-C₃ alkyl, and arylC₀-C₄ alkyl.
31. (Withdrawn) A compound as claimed by Claim 30 wherein R33 is arylC₁-C₄ alkyl.
32. (Withdrawn) A compound as claimed by Claim 11 represented by the



- following Structural Formula III:
- R33 is selected from the group consisting of hydrogen, C₁-C₃ alkyl, and arylC₀-C₄ alkyl.
33. (Previously Presented) A compound as claimed by Claim 11 represented by the following Structural Formula IV:

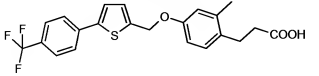
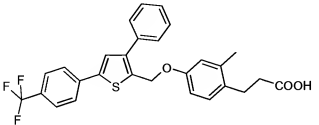
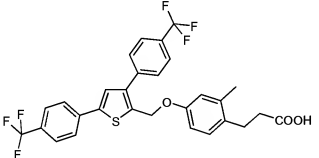
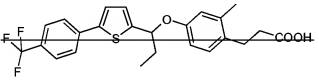
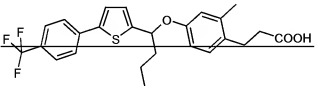
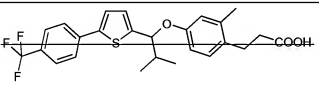
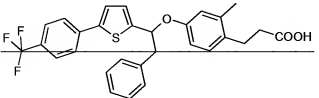
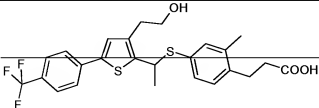


34. (Previously Presented) A compound as claimed by Claim 11 wherein the



headpiece of Formula I is:

35. (Previously Presented) A compound as claimed by Claim 11 wherein R4 is selected from the group consisting of C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26.
36. (Previously Presented) A compound as claimed by Claim 5 wherein E is C(R3)(R4)A.
37. (Previously Presented) A compound as claimed by Claim 6 wherein A is COOH.
38. (Withdrawn) A compound as claimed by Claim 1, wherein the compound is selected from the group consisting of (2-Methyl-4- {2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, (2-Methyl-4- {2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, 3-(2-Methyl-4- {2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenyl)-propionic acid, and (3-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-acetic.
39. (Withdrawn) A compound as claimed by Claim 1 that is (3-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-acetic.
40. (Currently Amended) A compound as claimed by Claim 1 wherein the compound is selected from the group consisting of

Compound	Name
	3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid
	3-{2-Methyl-4-[3-phenyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid
	3-{4-[3,5-Bis-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-2-methyl-phenyl}-propionic acid
	3-(2-Methyl-4-{1-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-propionic acid
	3-(2-Methyl-4-{1-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-butoxy}-phenyl)-propionic acid
	3-(2-Methyl-4-{2-methyl-1-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-propionic acid
	3-(2-Methyl-4-{1-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-2-phenylethoxy}-phenyl)-propionic acid
	3-(4-{1-[3-(2-Hydroxyethyl)-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-ethylsulfanyl}-2-methyl-phenyl)-propionic acid

41. (Currently amended) A compound as claimed by Claim 1 which is selected from ~~the group consisting of {2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenoxy}-acetic acid and 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid.~~
42. (Previously Presented) A compound as claimed by Claim 11 which is the S conformation.
43. (Previously Presented) A compound as claimed by Claim 11 which is the R conformation.
44. (Previously Presented) A pharmaceutical composition, comprising as an active ingredient, at least one compound as claimed by Claim 11 together with a pharmaceutically acceptable carrier or diluent.
45. (Canceled)
46. (Previously Presented) A method of treating diabetes mellitus in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound of Claim 11.
47. (Previously Presented) A method of treating Metabolic syndrome in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 11.
48. (Previously Presented) A method of selectively modulating a PPAR delta receptor comprising administering a compound as claimed by Claim 11 to a mammal in need thereof.
49. (Canceled)
50. (Previously Presented) A method of treating atherosclerosis in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 11.
51. (Previously Presented) A method for treating or preventing the progression of cardiovascular disease in a mammal in need thereof comprising administering a therapeutically effective amount of a compound as Claimed by Claim 11.
52. (Original) A method as claimed by Claim 51 wherein the mammal is diagnosed as being in need of such treatment.
53. (Previously Presented) A method of treating arthritis in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound as claimed by Claim 11.

- 54. (Previously Presented) A method of treating demyelating disease in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound as claimed by Claim 11.
- 55. (Previously Presented) A method of treating inflammatory disease in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound as claimed by Claim 11.
- 56. (Previously Presented) A method as claimed by Claim 53 wherein such mammal is diagnosed as being in need of such treatment.
- 57. (Previously Presented) A compound as Claimed by Claim 11 for use as a pharmaceutical.
- 58. (Previously Presented) A compound as claimed by Claim 11 wherein the compound is radiolabeled.
- 59. (Canceled)
- 60. (Canceled)